

THE COMPANIES ACTS 1948 TO 1980

# Declaration of compliance with the requirements on application for registration of a company

41a

Please do not write in this binding margin

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

1859173

Please complete legibly, preferably in black type, or bold black lettering

Name of Company

\* delete if inappropriate

HIGHGATE NEWTOWN COMMUNITY CENTRE

Limited\*

I, Joan Helen Holdenof 79 Croftdown Road,London NW5 1EY

† Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

do solemnly and sincerely declare that I am † the Secretary

of

HIGHGATE NEWTOWN COMMUNITY CENTRE

Limited\*

and that all the requirements of the Companies Acts 1948 to 1980 in respect of matters precedent to the registration of the said company and incidental thereto have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Signature of Declarant

Declared at Judith Walker Taylor & Co.Solicitors29 Dartmouth Park RoadLondon NW5 1SUthe 27<sup>th</sup> day of SeptemberOne thousand nine hundred and eighty fourbefore me L. TaylorA Commissioner for Oaths † Solicitor

‡ or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presentor's name, address and reference (if any)

T.L.Z.

For official use  
General section

Post room

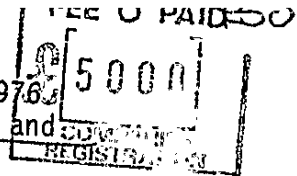


Stanley Davis (Company Services) Limited

International Company Registrations and Searches

15/17 City Road, London EC1Y 1AA  
Telephone 01 523 8631 Telex 833203-DAVIS G  
LDE Box No 274

12.10.84  
The Companies Acts 1948 to 1976  
Company Limited by Guarantee and  
not having a Share Capital



MEMORANDUM OF ASSOCIATION

of

HIGHGATE NEWTOWN COMMUNITY CENTRE LIMITED

1859173/2

1. The name of the Company (hereinafter called the "the Association") is Highgate Newtown Community Centre Limited.
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are:-

(i) To promote the benefit of the inhabitants in that part of the London Borough of Camden being the Highgate Ward area as defined when the Community Centre was set up 1981 (hereinafter called "the Area of Benefit") without distinction of sex or of political, religious or other opinions by associating the local authorities, voluntary organisations and inhabitants in a common effort to advance education and to provide facilities in the interests of social welfare for recreation and leisure time occupation with the object of improving the conditions of life of the said inhabitants.

(ii) To establish or secure the establishment of a Community Centre (hereinafter called "the Centre") anywhere within the area of benefit, and to maintain and manage, or to co-operate with any local statutory authority in the maintenance and management of such a centre for activities promoted by the Association and its constituent bodies in furtherance of the above objects.

And the Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-

- (A) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
- (B) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.
- (C) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association.
- (D) To borrow or raise money on such terms and on such security as may be thought fit provided that no form of permanent trading shall be undertaken in the raising of funds.
- (E) To invest the moneys of the Association not immediately required for its purposes in or upon such investments securities or property as



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may be though fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(F) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.

(G) To do all such other things as are incidental to the attainment or furtherance of the said objects or any of them.

Provided that:-

- (i) In the case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Association's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association and no member of its Council of Management or Governing Body shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association.

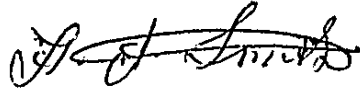
Provided that nothing herein shall prevent any payment in good faith by the Association -

- (A) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Council of Management or Governing Body) for any services rendered to the Association;
- (B) of interest on money lent by any member of the Association

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

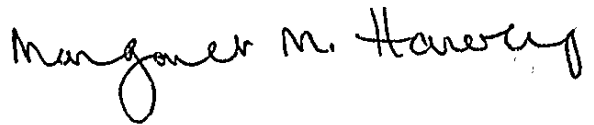
Mr. Horace Smith  
46A Chester Road,  
London N.19  
Retired



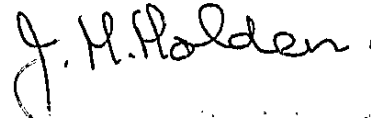
Mr. John Carrier  
37 Dartmouth Park Road,  
London N.W.5.  
University Lecturer



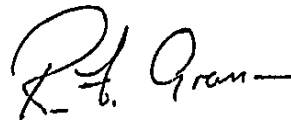
Ms. Margaret Harvey  
Flat H,  
13 Compton Road,  
London N1 2PA  
Organiser, Citizens  
Advice Bureau



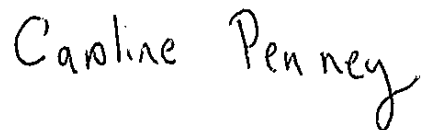
Mrs. Joan Holden,  
79 Croftdown Road,  
London N.W.5.  
Legal Secretary



Mr. Roy Grassan  
36 York Rise,  
London N.W.5.  
Retired



Ms. Caroline Penney  
15 Bramshill Gardens,  
London N.W.5.  
Housewife/Nurse



Dated the 27th September 1984  
Witness to the above Signatures

IAN H. SEGAL  
100 CHALK FARM ROAD  
LONDON NW11 3EH  
CHARTERED ACCOUNTANT



ARTICLES OF ASSOCIATION

OF

HIGHGATE NEWTOWN COMMUNITY CENTRE LIMITED

1859173/3

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context -

WORDS	MEANINGS
The Act..	The Companies Act 1948
These presents..	These Articles of Association, and the regulations of the Association from time to time in force.
The Association..	The above-named Company.
The Council..	The Council of Management for the time being of the Association.
The Office..	The registered office of the Association.
The Seal..	The Common Seal of the Association.
The United Kingdom..	Great Britain and Northern Ireland.
Month..	Calendar month.
In writing..	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these

presents became binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Association proposes to be registered is 50 but the Council may from time to time register an increase of members.

3. The provisions of Section 110 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Association is established for the purposes expressed in the Memorandum of Association.

5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.

6. (i) Membership of the Company shall be open to persons who shall apply to become Members, as hereinafter provided save however as limited by Article 2.

(ii) Every application to be enrolled as a Member shall be in writing and shall be addressed to the Company at the Office PROVIDED THAT in every case admission to membership shall be in the absolute unfettered discretion of the Council whose decision shall be final and binding and without any obligation to disclose reasons therefor whether to the applicant or to the membership of the Company.

(iii) The Secretary shall open and maintain a Register of Members and of Applicants for Membership of all persons who apply to become Members.

(iv) Every Member who wishes to continue his membership shall reaffirm his wish after every two year period of membership. Notice shall be given to him of this requirement not more than three months or less than one month prior to the completion of a two year period. If a Member does not so reaffirm his wish his membership shall terminate on the completion of the two year period of membership.

(v) Any Member shall cease to be a Member if he gives notice in writing to the Company of his desire to resign his membership or if he shall become bankrupt or incapable by reason of mental disorder of managing or administering his property or affairs.

#### GENERAL MEETINGS

7. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

8. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

9. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 132 of the Act.

10. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

11. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and fixing of the remuneration of, the Auditors.

13. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 15% of the total membership by being personally present shall be a quorum.

14. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

15. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

16. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

18. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

21. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### VOTES OF MEMBERS

22. Subject as hereinafter provided, every member shall have one vote.

23. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

24. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by Section 139 of the Act. A proxy need not be a member.

25. The instrument appointing a proxy shall be written under the hand of the appointor or his attorney duly authorised in writing, or if such



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25. The instrument appointing a proxy shall be written under the hand of the appointor or his attorney duly authorised in writing, or if such

appointor is a corporation under its Common Seal, if any, and, if none, then under the hand of some officer duly authorised in the behalf.

26. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of a poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

27. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

28. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

"  
I,  
of  
a member of  
hereby appoint  
of  
and failing him,  
of  
to vote for me and on my behalf at the  
Annual or Extraordinary, or Adjourned  
(as the case may be) General Meeting of  
the Association to be held on the  
day of  
and at every adjournment thereof.

As witness my hand this                      day of                      19                      ."

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

#### COUNCIL OF MANAGMENT

29. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than 15 nor more than 20.

30. The first members of the Council shall be the subscribers to the Memorandum of Association.

31. The Council may from time to time and at any time appoint any member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting but he shall then be eligible for re-election.

32. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council.

#### POWERS OF THE COUNCIL

33. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations being not inconsistent with the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

34. The members for the time being of the Council may act notwithstanding any vacancy in the body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

#### SECRETARY

35. Subject to Section 21(5) of the Companies Act 1976, the Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

#### THE SEAL

36. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

37. The office of a member of the Council shall be vacated -

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Association.

- (D) If by notice in writing to the Association he resigns his office.
- (E) If he becomes prohibited from holding office by reason of any order made under the Companies Acts 1948 to 1976.
- (F) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.
- (G) If he ceases to be a member by virtue of Section 185 of the Act.

#### ROTATION OF MEMBERS OF THE COUNCIL

38. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

39. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.

40. The Association may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

41. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall not be less than four nor more than twenty-eight intervening days.

42. The Association may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

43. In addition and without prejudice to the provisions of Section 184 of the Act, the Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

## PROCEEDINGS OF THE COUNCIL

44. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined (three) shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

45. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to a notice of a meeting.

46. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

47. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

48. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superceded by any regulations made by the Council.

49. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

50. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

51. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

## ACCOUNTS

52. The Council shall cause accounting records to be kept in accordance with the requirements of the Companies Acts.

53. The accounting records shall be kept at the office, or, subject to the provisions of the Companies Acts, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the officers of the Association.

54. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being officers of the Association, and no member (not being an officer) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

55. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to date not more than (four) months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 158(1)(c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 14 of the Companies Act 1967.

## AUDIT

56. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

57. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Acts 1948 to 1976, the members of the Council being treated as the Directors mentioned in those provisions.

## NOTICES

58. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

59. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address,

but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

60. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

#### DISSOLUTION

61. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

or of its Council of Management or Governing Body at a rate per annum not exceeding 2 per cent. less than the minimum lending rate for the time being prescribed by Lloyds Bank Plc or 3 per cent. whichever is the greater;

(C) of reasonable and proper rent for premises demised or let by any member of the Association or of its Council of Management or Governing Body;

(D) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Council of Management or Governing Body of the Association may also be a member holding not more than 1/100th part of the capital; and

(E) to any member of its Council of Management or Governing Body, of out-of-pocket expenses.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association, contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustments of the rights of the contributories among themselves, such amount as may be required not exceeding £1.00.

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 of its Memorandum of Association, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.



Names, Addresses and Descriptions of Subscribers

Mr. Horace Smith  
46A Chester Road,  
London N.19  
Retired

*H. Smith*

Mr. John Carrier  
37 Dartmouth Park Road,  
London N.W.5.  
University Lecturer

*John Carrier*

Ms. Margaret Harvey  
Flat H,  
13 Compton Road,  
London N1 2PA  
Organiser, Citizens  
Advice Bureau

*Margaret M. Harvey*

Mrs. Joan Holden,  
79 Croftdown Road,  
London N.W.5.  
Legal Secretary

*J. H. Holden*

Mr. Roy Grassan  
36 York Rise,  
London N.W.5.  
Retired

*R. A. Grassan*

Ms. Caroline Penney  
15 Bramshill Gardens,  
London N.W.5.  
Housewife/Nurse

*Caroline Penney*

Dated the 27th September 1984

WITNESS to the above Signatures

IAN H. SEGAL  
100 CHALK FARM ROAD  
LONDON NW1 8EH

CHARTERED ACCOUNTANT

*[Signature]*



THE COMPANIES ACTS 1948 TO 1981

# Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1

Please do not  
write in this  
binding margin



Please complete  
legibly, preferably  
in black type or  
bold block lettering

To the Registrar of Companies

For official use

1859173

4

Name of Company

HIGHGATE NEWTOWN COMMUNITY CENTRE

Limited\*

\* delete if  
inappropriate

The intended situation of the registered office of the company  
on incorporation is as stated below

25, Bertram Street, London N19

If the memorandum is delivered by an agent for the subscribers of  
the memorandum please mark 'X' in the box opposite and insert the  
agent's name and address below

X

Stanley Davis ( Company Services) Ltd

Number of continuation sheets attached (see note 1)

1

Presenter's name, address and  
reference (if any):

T12

For official use  
General section

Post room



**Stanley Davis (Company Services) Limited**

International Company Registrations and Searches

124-128 City Road, London EC1V 2NJ  
Telephone 01-250 3350 Telex 21957-DAVIS G  
LDE Box No 274



page 1

TPS 1012

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this binding margin

Important  
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3) <i>John Carrier</i> JOHN CARRIER	Business occupation <i>UNIVERSITY LECTURER</i>
Previous name(s) (note 3)	Nationality <i>British</i>
Address (note 4) <i>37 Dartmouth Park Road</i> <i>London NW8 5U</i>	Date of birth (where applicable) (note 6) <i>26/9/38</i>
<i>37, DARTMOUTH PARK R. RD., LONDON N.W.8.</i>	
Other directorships †	
<i>none</i> NONE	
I hereby consent to act as director of the company named on page 1	
Signature <i>[Signature]</i>	Date <i>19 September 1984</i>

Name (note 3) <i>MARGARET MONCRIEFF</i> <i>HARVEY</i>	Business occupation <i>CITIZENS ADVICE BUREAU</i>
Previous name(s) (note 3)	Nationality <i>BRITISH</i>
Address (note 4) <i>FLAT A</i> <i>13 COMPTON ROAD</i> <i>LONDON N.1 2PA</i>	Date of birth (where applicable) (note 6) <i>19.7.31</i>
Other directorships †	
<i>NONE</i>	
I hereby consent to act as director of the company named on page 1	
Signature <i>Margaret M. Harvey</i>	Date <i>19 SEPT. 1984</i>

Name (note 3) <i>SMITH</i> <i>HORACE ALFRED</i>	Business occupation <i>RETIRED</i>
Previous name(s) (note 3)	Nationality <i>BRITISH</i>
Address (note 4) <i>46 CHESTER RD</i> <i>HIGHGATE</i> <i>N.19</i>	Date of birth (where applicable) (note 6) <i>19-12-04</i>
Other directorships †	
<i>NONE</i>	
I hereby consent to act as director of the company named on page 1	
Signature <i>[Signature]</i>	Date <i>19/9/84</i>

Please do not  
write in this  
binding margin

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

Important  
The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

Name (notes 3 & 7) <u>JOAN HELEN HOLDEN</u>	
Previous name(s) (note 3) <u>BOTTERO</u>	
Address (notes 4 & 7) <u>79 CROFTDOWN ROAD</u> <u>LONDON NWS 1EY</u>	
I hereby consent to act as secretary of the company named on page 1	
Signature <u>J.H. Holden.</u>	Date <u>19/9/84.</u>

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

\* as required by  
section 21(3) of  
the Companies  
Act 1976

† delete as  
appropriate

Signed by or on behalf of the subscribers of the memorandum\*

Signature [Signature] [Subscriber] [Agent]† Date 27/9/84.

Signature \_\_\_\_\_ [Subscriber] [Agent]† Date \_\_\_\_\_

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this binding margin



Important  
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3)	ROY FREDERICK GRASSAN	Business occupation	RETIRED
Previous name(s) (note 3)	N/A.	Nationality	BRITISH
Address (note 4)	36 YORK RISE, LONDON NWS	Date of birth (where applicable) (note 6)	19/5/25
Other directorships †	NONE		
I hereby consent to act as director of the company named on page 1			
Signature	<i>R.A. Grassan</i>	Date	27/9/84

Name (note 3)	Caroline Penney	Business occupation	H/wife nurse
Previous name(s) (note 3)	FREUD	Nationality	British
Address (note 4)	15 Bramshill Gdns NWS	Date of birth (where applicable) (note 6)	8/3/55
Other directorships †			
I hereby consent to act as director of the company named on page 1			
Signature	Caroline Penney	Date	25/Sept/84

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Other directorships †			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1859173

I hereby certify that

HIGHGATE NEWTOWN COMMUNITY CENTRE LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the

29TH OCTOBER 1984

A handwritten signature in cursive script, appearing to read 'M. Saunders'.

M. SAUNDERS (MRS)  
an authorised officer



LEVY GEE

**BUSINESS ADVISERS  
CHARTERED ACCOUNTANTS**

1859/73

1. *Phragmites australis* (Cav.) Trin. ex Steud.

We hereby give notice that we tender our resignation as Auditors of Highgate Newtown Community Centre Limited.

In accordance with Section 39<sup>1</sup> of the Companies Act 1985, we confirm that there are no circumstances connected with our resignation that we consider should be brought to the notice of the Members or Creditors of Highgate Newtown Community Centre Limited.

We enclose a signed copy of this letter so that you may send it to the Registrar of Companies.

Yours truly

LEVY GEE

COMPANIES HOUSE  
22 FEB 1991

[illegible][illegible]